

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Chapter 11 Cases

Twin Cities Stores, Inc.,
Twin Cities Avanti Stores, LLC,

Case No. BKY 09-34468
Case No. BKY 09-34469

Debtors.

Jointly Administered

**Stipulation Regarding Order for Approval
of Administrative Expense Claim**

This Stipulation is made and entered into between Twin Cities Stores, Inc. (“TCS”) and the William W. McDonald Revocable Trust (“McDonald”).

RECITALS

WHEREAS, on or about January 21, 2010, the McDonald filed a Motion for Payment of an Administrative Expense Claim (Docket # 228) (the “Motion”) in the above-captioned matter.

WHEREAS, in the Motion, McDonald requested that the Court issue an order requiring TCS to pay \$35,618.30 as an allowed administrative expense claim, pursuant to 11 U.S.C. § 503(b)(1)(A), for unpaid post-petition rent up to December 11, 2009, the date upon which TCS’s lease with McDonald was rejected.

WHEREAS, TCS and McDonald have agreed to resolve the issues raised in the Motion by stipulating to the Court’s entry of the Order attached hereto as Exhibit A.

AGREEMENT

TCS and McDonald, through their undersigned counsel, hereby stipulate and agree to the Bankruptcy Court's entry of the Order attached hereto as Exhibit A.

FREDRIKSON & BYRON, P.A.

PETERSON, ENGBERG & PETERSON

/e/Brian S. McCool

John M. Koneck (#57472)
Brian S. McCool (#322143)
Matthew B. Millis (#386904)
200 South Sixth Street, Ste 4000
Minneapolis, MN 55402-1425
Phone: (612) 492-7000

Attorneys for Twin Cities Stores, Inc.

/e/ Ronald G. Marks

Ronald G Marks (#164628)
John G. Engberg (#26761)
400 Second Ave. S, Suite 700
Minneapolis, MN 55401
Phone: 612-338-6743

Attorneys for the William W. McDonald
Revocable Trust

EXHIBIT A

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Chapter 11 Cases

Twin Cities Stores, Inc.,
Twin Cities Avanti Stores, LLC,

Case No. BKY 09-34468
Case No. BKY 09-34469

Debtors.

Jointly Administered

**ORDER APPROVING PAYMENT OF POST PETITION RENT
AS AN ADMINISTRATIVE EXPENSE**

This matter came before the undersigned United States Bankruptcy Judge on the motion of the William W. McDonald Revocable Trust ("McDonald") for an order authorizing payment as an administrative expense under 11 U.S.C. § 503(b) of \$35,618.30 in post-petition unpaid rent from Debtor Twin Cities Stores, Inc. Based on the Stipulation Regarding Order for Approval of Administrative Expense Claim and the documents of record herein, and the Court being fully advised in the premises,

IT IS ORDERED:

1. Pursuant to 11 U.S.C. § 503(b)(1)(A), McDonald shall have an allowed administrative expense claim in the amount of \$35,618.30 against Twin Cities Stores, Inc. for unpaid post-petition rent. Payment of the \$35,618.30 administrative expense claim is hereby approved. Twin Cities Stores, Inc. shall pay this administrative expense claim on the effective date of such Debtor's plan of reorganization.

Dated: _____

Dennis D. O'Brien
United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Chapter 11 Cases

Twin Cities Stores, Inc.,
Twin Cities Avanti Stores, LLC,

Case No. BKY 09-34468

Case No. BKY 09-34469

Debtors.

Jointly Administered

CERTIFICATE OF SERVICE

Brian S. McCool, under penalty of perjury, states that on February 12, 2010, he caused to be served:

1. Stipulation Regarding Order for Approval of Administrative Claim and Stipulated Order;
 2. Certificate of Service
- a. by e-notice of the electronic filing to each party named below:
- Kurt M. Anderson kmalaw-service@qwestoffice.net, kmalaw-service@sprynet.com
 - Daniel C. Beck dbeck@winthrop.com, tcooke@winthrop.com
 - Matthew R. Burton mburton@losgs.com, swood@losgs.com
 - Daniel Carrigan dcarrigan@mckennalong.com, sparson@mckennalong.com
 - Beverly M Conerton beverly.conerton@state.mn.us
 - Michael F. Doty mdoty@faegre.com
 - Theresa H. Dykoschak tdykoschak@faegre.com, bwalz@faegre.com
 - Jeremy D. Eiden jeremy.eiden@state.mn.us, jeremy.eiden@gmail.com
 - Larry D. Espel lespel@greeneespel.com, lbulson@greeneespel.com;sholenko@greeneespel.com
 - William Fisher william.fisher@gpmlaw.com
 - Joseph Frank jfrank@fgllp.com, ccarpenter@fgllp.com;rheiligman@fgllp.com
 - Thomas Haines Thaines@co.carver.mn.us, pmay@co.carver.mn.us
 - Blake Iverson blake@iversonlawgroup.com
 - Linda J. Jungers LJJ@szjlaw.com

- Douglas W. Kassebaum dkassebaum@fredlaw.com,
scharter@fredlaw.com;bankruptcy@fredlaw.com
- James A. Lodoen jlodoen@lindquist.com,
gluessenheide@lindquist.com
- Ronald G Marks peplawyers@aol.com
- John G McJunkin jmcjunkin@mckennalong.com,
sparson@mckennalong.com
- Jessica A. Mitchell jessica.mitchell@gpmlaw.com,
terri.luzovich@gpmlaw.com
- Ralph Mitchell rmitchell@lapplibra.com, jpipp@lapplibra.com
- Paul L. Ratelle pratelle@fwhtlaw.com
- Recovery Management Systems Corp
claims@recoverycorp.com
- Michael Rosow mrosow@winthrop.com, jahlers@winthrop.com
- Dennis M Ryan dryan@faegre.com
- Richard C Salmen rsalmen@felhaber.com
- Kathleen K. Statler kstatler@gr-espel.com,
storkelson@greeneespel.com
- Bridget A Sullivan b.sullivan@gurstel.com
- Will R. Tansey wrtansey@ravichmeyer.com
- US Trustee ustpregion12.mn.ecf@usdoj.gov
- Sarah J Wencil Sarah.J.Wencil@usdoj.gov
- Samuel C Wisotzkey swisotzkey@kmksc.com,
kmksc@kmksc.com

and

- b. by ECF, Email, Fax, or Federal Express to each party named on the attached service list.

Dated: February 12, 2010

/s/ Brian S. McCool
Brian S. McCool

Twin Cities Stores, Inc. – Twin Cities Avanti Stores, LLC
Service List
Bky Nos. 09-34468; 09-34469

SERVICE VIA ECF	<u>Top 20 Unsecured Creditors -TCS</u>	J.R. Canter BP Amoco 2700 Chadwell Circle Wayzata, MN 55391 canterjr@bp.com
U.S. Trustee's Office 1015 US Courthouse 300 S Fourth St Minneapolis MN 55415 ustpregion12.mn.ecf@usdoj.gov Sarah J. Wencil, U.S. Trustee 1015 U.S. Courthouse 300 South Fourth Street Minneapolis MN 55415 sarah.j.wencil@usdoj.gov	Anne Portinen State of Minnesota - Commissioner of Revenue 600 N Robert St St Paul, MN 55146 Anne.Portinen@state.mn.us	Attorney for BP Products North America Inc. Mike Ryan Kelly Hadac Murnane Brandt, P.A. 30 E Seventh St Suite 3200 St. Paul, MN 55101 MRYAN@murnane.com khadac@murnane.com
<u>Top 20 Unsecured Creditors – TCS - SERVED VIA ECF</u> Attorney for Nu-Star, Inc. James A. Lodoen, Esq. Lindquist & Vennum, P.L.L.P. 4200 IDS Center 80 South Eighth Street Minneapolis MN 55402-2274 jlodoen@lindquist.com	Walter Henson Total Petrochemicals Pipeline USA, Inc. 1201 Louisiana St. Ste 1800 Houston, TX 77002 walter.henson@total.com	Jon Carroll Pepsi Bottling Company PO Box 10 Winston Salem, NC 27102 Jon.carroll@pepsi.com
<u>Secured Creditors – TCS SERVED VIA ECF</u> Attorneys for Capmark Finance, Inc. Daniel C. Beck, Esq. Michael A. Rosow, Esq. Winthrop & Weinstine, P.A. Suite 3500 225 South Sixth Street Minneapolis MN 55402-4629 dbeck@winthrop.com mrosow@winthrop.com Attorneys for Capmark Finance, Inc. John G. McJunkin, Esq. Daniel Carrigan McKenna Long & Aldridge, LLP 1900 K Street, NW Washington, DC 20006 jmcjunkin@mckennalong.com dcarrigan@mckennalong.com	Letitia White Total Petrochemicals Pipeline USA, Inc. 1201 Louisiana St. Ste 1800 Houston, TX 77002 letitia.white@total.com Attorney for Total Petrochemicals Pipeline USA, Inc. c/o Bridget A. Sullivan, Esq. Gurstel, Staloch & Cargo, P.A. 6681 Country Club Drive Golden Valley, MN 55427 b.sullivan@gurstel.com	Steff Davis State of Minnesota - Lottery 2645 Long Lake Rd Roseville, MN 55113 steff_D@mnlottery.com
SERVICE VIA EMAIL	Attorney for Total Petrochemicals Pipeline USA, Inc. c/o Bridget A. Sullivan, Esq. Gurstel, Staloch & Cargo, P.A. 6681 Country Club Drive Golden Valley, MN 55427 b.sullivan@gurstel.com	Teri L. Anderson Xcel Energy Services, Inc. 414 Nicollet Mall, 5th Floor Minneapolis, MN 55401 Teri.L.Anderson@xcelenergy.com
<u>Debtors</u>	Paul Francis Farmer-Bocken Company PO Box 368, Hwy 30 East Carroll, IA 51401 pfrancis@farmer-bocken.com	Doug Hamel Coinstar Epayment Services 9701 W Higgins, Ste 200 Rosemont, IL 60018 doug.hamel@coinstar.com
Twin Cities Stores, Inc. Twin Cities Avanti Stores, LLC 1800 East Cliff Rd, Ste 2 Burnsville, MN 55337 Sstevens@oasismarkets.com Bnelson@roundtreecapital.com	Represented By: Michael F. Doty, Esq. Faegre & Benson 2200 Wells Fargo Center 90 S Seventh St Minneapolis, MN 55402 mdoty@faegre.com	Shirley Jaehrling Eby Brown PO Box 1910 Eau Claire, WI 54702 shirley.jaehrling@eby-brown.com
	Michael Odens Odens Family Properties, LLC 730 Crestview Ln Owatonna, MN 55060 odens5@ll.net	Kevin Giertsen Giertsen Company of MN, Inc. 8385 10th Ave N Golden Valley, MN 55427 kmg@giertsenco.com
	Represented By: Steven Smith Smith, Tollefson & Rahrlick 108 West Park Square, Ste A PO Box 271 Owatonna, MN 55060 steve@owatonnaalaw.com	Brad Watts Strickler & Prieto, LLP 201 E. Main St, Ste 500 El Paso, TX 79901 bwatts@cpa-sp.com
		Tom Geyer Krispy Kreme c/o Westward Dough Operating 4580 West Post Road Las Vegas, NV 89118 tom@krispykremes.com

Twin Cities Stores, Inc. – Twin Cities Avanti Stores, LLC
Service List
Bky Nos. 09-34468; 09-34469

Adam Uttley KPMG, LLP PO Box 120001 Dallas, TX 75321 auttley@kpmg.com
Tim Kersting BLI Lighting Specialist PO Box 127 Hopkins, MN 55343 tim.kersting@budgetlighting.com
Bill Scott Premium Waters, Inc. 2520 Broadway Street NE, Ste 100 Minneapolis, MN 55413 Bill.Scott@premiumwaters.com
<u>Notice of Appearance – TCS - SERVED VIA ECF</u>
Attorneys for Ford Motor Credit Company LLC Linda Jeanne Jungers 2277 Highway 36 West, Ste. 100 Roseville, MN 55113 LJJ@szjlw.com
Attorneys for Estate of William McDonald Ronald G. Marks, Esq. Peterson, Engberg & Peterson 400 Second Ave. South, Suite 700 Minneapolis, MN 55401 peplawyers@aol.com
Attorney for Minnesota State Lottery Jeremy D. Eiden Esq., Attorney for Lori Swanson, Attorney General State of Minnesota 445 Minnesota Street, Suite 900 St. Paul, MN 55101 jeremy.eiden@state.mn.us
Attorney for Southcross Shoppes LLC Matthew R. Burton, Esq. Leonard, O'Brien, et al. 100 South Fifth Street, Suite 2500 Minneapolis, MN 55402 mburton@losgs.com
Attorney for Alasra Inc. and Red's Petroleum, Inc. Megan M. Kennedy, Esq. Paul L. Ratelle, Esq. Fabyanske, Westra, et al. 800 LaSalle Avenue South Suite 1900 Minneapolis, MN 55402 mkenedy@fwhtlaw.com pratelle@fwhtlaw.com

GE Money Bank c/o Ramesh Singh Recovery Management Systems Corp. 25 SE 2 nd Avenue, Suite 1120 Miami, FL 33131 claims@recoverycorp.com
Attorneys for Wellington Management, Inc. Richard C. Salmen Felhaber, Larson, Fenlon & Vogt, P.A. 220 South 6 th Street, Suite 2200 Minneapolis, MN 55402 salmen@felhaber.com
Attorneys for Bottling Group, LLC d/b/a The Pepsi Bottling Group Joseph D. Frank Frank/Gecker LLP 325 North LaSalle Street, Suite 625 Chicago, IL 60654 jfrank@fgllp.com
Attorney for Lone Oak Plaza Limited Partnership Will R. Tansey Ravich Meyer Kirkman McGrath Nauman & Tansey, P.A. 4545 IDS Center 80 South Eighth Street Minneapolis MN 55402-2225 WRTansey@ravichmeyer.com
Attorney for Apple Valley Marathon, LLC Attorney for Eagan Marathon, LLC Attorney for Savage Marathon, LLC Attorney for West St. Paul Marathon, LLC Attorney for White Bear Marathon, LLC Attorney for Alice Drake Zucco Trust William J. Fisher Esq. Gray, Plant, Mooty, Mooty & Bennett, P.A. 500 IDS Center 80 South Eighth Street Minneapolis MN 55402-3796 william.fisher@gpmlaw.com
Attorney for Acuity, A Mutual Insurance Co. Samuel C. Wisotzkey 4650 N Port Washington Road Milwaukee, WI 53212 swisotzkey@kkmcs.com
Attorney for Giertsen Company Jessica A. Mitchell

Gray, Plant, et al. 80 South 8 th Street, Suite 500 Minneapolis, MN 55402 Jessica.mitchell@gpmlaw.com
Attorney for Minnesota Pollution Control Agency Beverly M. Conerton Assistant Attorney General State of Minnesota 445 Minnesota Street, Suite 900 St. Paul, MN 55101 beverly.conerton@state.mn.us
Attorney for Stanfour, LLC Kurt M. Anderson # 2148 Attorney for Stanfour LLC P.O. Box 2434 Minneapolis, Minnesota 55402 kmalaw-service@qwestoffice.net kmalaw-service@sprynet.com
Attorney for Nordic East Enterprises Alan E. Brown 7900 Xerxes Ave S # 1500 Minneapolis, MN 55431-1194 abrown@larkinhoffman.com
Attorney for Canon Financial Services, Inc. Scott H. Marcus & Associates 121 Johnson Road Turnersville, NJ 08012 smarcus@marcuslaw.net
Attorney for Industrial Equities Group, LLP Blake Iverson 2945 44th Avenue South Minneapolis, MN 55406 blake@iversonlawgroup.com
<u>Notice of Appearance – TCS - SERVED VIA E-MAIL</u>
Attorney for BBD Investments, LLC Creig Andreasen Messerli & Kramer, P.A. 1400 Fifth Street Towers 100 South Fifth Street Minneapolis, MN 55402 candreasen@MesserliKramer.com
Bob Dullinger MPCA - Tanks Program 520 Lafayette Rd N St. Paul, MN 55155 beverly.conerton@state.mn.us
<u>TCAS – Attorney for Debtor Twin Cities Avanti Stores, LLC</u> Ralph V. Mitchell Jr., Esq. Lapp, Libra, Thomson, Stoeber &

Twin Cities Stores, Inc. – Twin Cities Avanti Stores, LLC
Service List
Bky Nos. 09-34468; 09-34469

<p>Pusch 2500 One Financial Plaza 120 South Sixth Street Minneapolis MN 55402 rmitchell@lapplibra.com</p>	<p>Paul Francis Farmer-Bocken Company PO Box 368 Hwy 30 East Carroll, IA 51401 pfrancis@farmer-bocken.com</p>	<p>Charles Savitt Clear Choice Properties 715 Florida Ave S Suite 303 Golden Valley, MN 55426 charles_mn@prodigy.net</p>
<p><u>Top 20 Unsecured Creditors – TCAS - SERVED VIA ECF</u></p> <p>Attorney for Nu-Star, Inc. James A. Lodoen, Esq. Lindquist & Vennum, P.L.L.P. 4200 IDS Center 80 South Eighth Street Minneapolis MN 55402-2274 jlodoen@lindquist.com</p>	<p>Represented by: Michael F. Doty, Esq. Faegre & Benson 2200 Wells Fargo Center 90 S Seventh St Minneapolis, MN 55402 mdoty@faegre.com</p>	<p>Kevin Koehen Waste Management - Savage PO Box 438 Savage, MN 55378 kkeohen@wm.com</p>
<p><u>Secured Creditors – TCAS SERVED VIA ECF</u></p> <p>Attorney for Marathon Petroleum Company Larry D. Espel, Esq. Kathleen K. Statler, Esq. Greene Espel PLLP 200 South Sixth St, Ste 1200 Minneapolis, MN 55402 Lespel@greeneespel.com kstatler@greeneespel.com</p> <p>Attorneys for Holiday Station Stores, Inc. D. Charles Macdonald Dennis M. Ryan, Esq. Faegre & Benson LLP 2200 Wells Fargo Center 90 South Seventh Street Minneapolis, MN 55402-3901 dryan@faegre.com</p>	<p>Brad Watts Strickler & Prieto, LLP 201 E. Main St. Suite 500 El Paso, TX 79901 bwatts@cpa-sp.com</p>	<p>Donald L. Wilber Wilber Lane Law Firm PO Box 2155 816 Eldorado Road, Ste 7 Scottsdale, AZ 85260 debtnet@wilberlanelaw.com</p>
<p>Attorney for Carver County Thomas Haines, Esq. Assistant County Attorney 600 East Fourth Street Chaska, MN 55318 thaines@co.carver.mn.us pmay@co.carver.mn.us</p>	<p>Doug Hamel Coinstar Epayment Services 9701 W Higgins Suite 200 Rosemont, IL 60018 doug.hamel@coinstar.com</p>	<p>Arlene Pipkin Deli Express / E.A. Sween 16101 W 78th St Eden Prairie, MN 55344 apipkin@easween.com</p>
<p>VIA E-MAIL</p>	<p>Dana Wagner Liesch Associates, Inc. 13400 - 15th Ave N Minneapolis, MN 55441 dana.wagner@liesch.com</p>	<p>J.R. Canter BP Amoco 2700 Chadwell Circle Wayzata, MN 55391 canterjr@bp.com</p> <p>Attorney for BP Products North America Inc. Mike Ryan Kelly Hadac Murnane Brandt, P.A. 30 E Seventh St Suite 3200 St. Paul, MN 55101 MRYAN@murnane.com khadac@murnane.com</p>
<p><u>Top 20 Unsecured Creditors – TCAS</u></p>	<p>Steff Davis State of Minnesota - Lottery 2645 Long Lake Rd Roseville, MN 55113 steff_D@mnlottery.com</p>	<p><u>Notice of Appearance – TCAS - SERVED VIA E-MAIL</u></p>
<p>Anne Portinen State of Minnesota - Commissioner of Revenue 600 N Robert St St Paul, MN 55146 Anne.Portinen@state.mn.us</p>	<p>Teri L. Anderson Xcel Energy Services, Inc. 414 Nicollet Mall, 5th Floor Minneapolis, MN 55401 Teri.L.Anderson@xcelenergy.com</p>	<p>Richard Eitel Midstates Equities, LLC 100 2nd St. S.E. #1001 Minneapolis, MN 55414-2129 Richard.Eitel@earthlink.net</p>
	<p>Brad Buschmann State of Minnesota - Sales Tax Audit PO Box 21367 Eagan, MN 55121 bradley.buschmann@state.mn.us</p>	<p>Attorney for Minnesota State Lottery Jeremy D. Eiden Esq. Attorney for Lori Swanson, Attorney General State of Minnesota 445 Minnesota Street, Suite 900 St. Paul, MN 55101 jeremy.eiden@state.mn.us</p>
	<p>Tom Geyer Krispy Kreme c/o Westward Dough Operating 4580 West Post Road Las Vegas, NV 89118 tom@krispykremes.com</p>	
	<p>Credit Manager Reinhofer Asphalt Maintenance 21488 - 60th Ave Milaca, MN 56353 ramaspht@ecenet.com</p>	

Twin Cities Stores, Inc. – Twin Cities Avanti Stores, LLC
 Service List
 Bky Nos. 09-34468; 09-34469

Attorney for Alasra Inc., Red's Petroleum, Inc., and Sasa LLC Megan M. Kennedy, Esq. Paul L. Ratelle, Esq. Fabyanske, Westra, et al. 800 LaSalle Avenue South Suite 1900 Minneapolis, MN 55402 mkennedy@fwhtlaw.com pratelle@fwhtlaw.com
SERVICE VIA U.S. MAIL
Jennifer Mercil Sam's Club 14940 Florence Trail Apple Valley, MN 55124
Kim Guajardo Liquid Transport Corp 8470 Allison Pointe, Suite 400 Indianapolis, IN 46250
IKON Financial Services Bankruptcy Administration 1738 Bass Road PO Box 13708 Macon, GA 31208-3708
Medica 401 Carlson Parkway Minnetonka, MN 55305
Gary W. Meyer Premium Waters 2100 Summer Street, #200 Minneapolis, MN 55413

SERVICE VIA U.S. Mail
<u>Mandatory Notice Parties</u>
IRS District Counsel 380 Jackson St, Ste 650 St Paul MN 55101-4804
Internal Revenue Service Wells Fargo Place 30 E 7th St, Mail Stop 5700 St Paul MN 55101
MN Department of Revenue Collection Enforcement 551 Bankruptcy Section 600 North Robert Street PO Box 64447 St Paul MN 55101-2228
US Attorney 600 US Courthouse 300 S Fourth St Minneapolis MN 55415
Minnesota Department of Economic Security 332 Minnesota Street St. Paul MN 55101-1351

<u>Secured Creditors – TCS SERVED VIA E-MAIL</u>
Attorney for Capmark Finance, Inc. John G. McJunkin, Esq. McKenna Long & Aldridge, LLP 1900 K Street, NW Washington, DC 20006 jmcjunkin@mckennalong.com

By email:
 SERVICE VIA E MAIL
luanne.bialik@state.mn.us;
kkeohen@wm.com;

OTHER INTERESTED PARTY:

By Email:

The William McDonald Revocable Trust

Represented by:

Ronald Marks
 Peterson, Engberg, & Peterson
 400 Second Ave. S., Suite 700
 Minneapolis, MN 55401

peplawyers@aol.com